

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L10000102653
FILED 8:00 AM
October 01, 2010
Sec. Of State
jsaulsberry

Article I

The name of the Limited Liability Company is:

MERCHANT EQUITY PM, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

200 PARK AVENUE SOUTH
SUITE 1618
NEW YORK, NY. US 10003

The mailing address of the Limited Liability Company is:

200 PARK AVENUE SOUTH
SUITE 1618
NEW YORK, NY. US 10003

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

STEPHEN V HOFFMAN
1500 NORTH FEDERAL HIGHWAY
SUITE 200
FORT LAUDERDALE, FL. 33304

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: STEPHEN V. HOFFMAN, ESQ.

Article V

The name and address of managing members/managers are:

Title: MGR
JEFFREY GWIN
200 PARK AVENUE SOUTH, SUITE 1618
NEW YORK, NY. 10003 US

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Article VI

The effective date for this Limited Liability Company shall be:

09/27/2010

Signature of member or an authorized representative of a member

Signature: JEFFREY GWIN